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Inox Leasing & Finance Ltd.

(CIN: U65910MH1995PLC085703)

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23, Barakhamba Road, New Delhi-110001
Website: www.ilfl.co.in • E-mail: info@ilfl.co.in

Date: 23rd September, 2021

To,
National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051
NSE Scrip Code: INOXLEISUR

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

BSE Scrip Code: 532706

Dear Sirs,

Sub: Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('Takeover Regulations')

Target Company: INOX Leisure Limited

INOX Leasing and Finance Limited is holding equity shares of GFL Limited, as a part of the promoter group of GFL Limited. It has transferred to Mr. Pavan Kumar Jain, Mr. Siddharth Jain, Mr. Vivek Kumar Jain, Mrs. Nayantara Jain, Mrs. Nandita Jain and Mr. Devansh Jain, being a part of promoter group of GFL Limited, by way of 'inter-se' transfer, cumulatively, 52.93% equity shares of GFL Limited which holds 43.15% stake in INOX Leisure Limited, which amounts to indirect transfer of equity shares of INOX Leisure Limited under Regulation 3 read with Regulation 5 of the Takeover Regulations. The said transfer was pursuant to inter-se transfer of shares amongst qualifying persons as specified in Regulation 10(1)(a)(iii) of Takeover Regulations.

We enclose herewith the disclosure as prescribed under Regulation 29(2) of the Takeover Regulations showing aggregated shareholding and voting rights of the acquirer or promoter in the target company post effecting the changes on account of the inter se transfer of shares within the promoter group.

We request you to kindly take the same on record.

Thanking you,

For INOX Leasing and Finance Limited

(Director)

CC: Company Secretary
INOX Leisure Limited
5th Floor, Viraj Towers,
Next to Andheri Flyover,
Western Express Highway,
Andheri (East)-400093
Mumbai, India.

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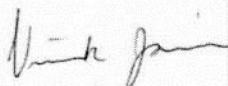
1. Name of the Target Company (TC)	INOX Leisure Limited		
2. Name(s) of the acquirer, Persons Acting in Concert (PAC) with the acquirer and seller	<u>Acquirer:</u> Mr. Pavan Kumar Jain Mr. Siddharth Jain Mr. Vivek Kumar Jain Mr. Devansh Jain Mrs. Nayantara Jain Mrs. Nandita Jain <u>PAC:</u> GFL Limited <u>Seller:</u> INOX Leasing and Finance Limited		
3. Whether the acquirer belongs to Promoter/Promoter group	No, the Acquirer(s) does not form part of the Promoter/ Promoter Group/ PAC		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
5. Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
6. Before the acquisition under consideration, holding of seller along with PACs of (Please see Table 1):			
a) Shares carrying voting rights	5,55,74,373	45.43%	45.43%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	Nil	Nil	Nil
e) Total (a+b+c+d)	5,55,74,373	45.43%	45.43%
7. Details of acquisition/sale	The Acquirer(s) has not directly acquired the equity shares of the TC but has acquired the 52.93% equity shares of GFL Limited which holds 43.15% stake in the TC as part of the promoter group. Such acquisition is pursuant to internal restructuring of shareholding within promoter and promoter group. Please refer Table 2 for number of equity shares of GFL Limited which has been acquired by the Acquirer(s).		
a) Shares carrying voting rights acquired/sold (Please see Table 1)			

b) VRs acquired /sold otherwise than by shares	Nil	N.A.	N.A.
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	Nil	N.A.	N.A.
d) Shares encumbered / invoked/released by the acquirer	Nil	N.A.	N.A.
e) Total (a+b+c+/-d)	-	-	-
8. After the acquisition/sale, holding of seller along with PACs of (Please see Table 1):			
a) Shares carrying voting rights	5,55,74,373	45.43%	45.43%
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
e) Total (a+b+c+d)	5,55,74,373	45.43%	45.43%
9. Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	The Seller has not directly sold the equity shares of the TC but has sold 52.93% equity shares of GFL Limited which holds a 43.15% stake in the TC as part of the promoter group. Please refer Table 2 for number of equity shares of GFL Limited which has been sold by the Seller. Further, the equity shares of GFL Limited has been sold through block deal executed on BSE Limited.		
10. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	22 nd September 2021		
11. Equity share capital / total voting capital of the TC before the said acquisition / sale	INR 1,22,33,90,940/- divided into 12,23,39,094 Equity Shares of INR 10/- each fully paid up.		
12. Equity share capital/ total voting capital of the TC after the said acquisition / sale	INR 1,22,33,90,940/- divided into 12,23,39,094 Equity Shares of INR 10/- each fully paid up.		
13. Total diluted share/voting capital of the TC after the said acquisition	INR 1,22,33,90,940/- divided into 12,23,39,094 Equity Shares of INR 10/- each fully paid up.		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

For INOX Leasing and Finance Limited



(Director)

TABLE 1

Shareholding of acquirer(s), PACs and seller individually in TC (in terms of no. & as a percentage of the total share/voting capital of the TC) before and after the acquisition:

Sr. No.	Name of the Shareholders	Shares held before the sale		Shares held after the sale#	
		No. of equity shares	% w.r.t total share capital / voting rights of TC	No. of equity shares	% w.r.t total share capital / voting rights of TC
	Acquirer(s) and PACs (other than Seller)				
	Acquirer(s)				
	Pavan Kumar Jain	2,19,975	0.18%	2,19,975	0.18%
	Siddharth Jain	6,19,965	0.51%	6,19,965	0.51%
	Vivek Kumar Jain	6,40,445	0.52%	6,40,445	0.52%
	Devansh Jain	6,10,060	0.50%	6,10,060	0.50%
	Nayantara Jain	1,10,000	0.09%	1,10,000	0.09%
	Nandita Jain	-	-	-	-
	Sub-total	22,00,445	1.80%	22,00,445	1.80%
	PACS [other than seller]				
	GFL Limited	5,27,86,467	43.15%	5,27,86,467	43.15%
	Sub-total	5,27,86,467	43.15%	5,27,86,467	43.15%
	Seller				
	INOX Leasing and Finance Limited	5,87,461	0.48%	5,87,461	0.48%
	Sub-Total	5,87,461	0.48%	5,87,461	0.48%
	Total	5,55,74,373	45.43%	5,55,74,373	45.43%

#As the transaction is an indirect acquisition of equity shares of the TC, there shall be no change in direct shareholding of the Acquirer(s) and the Seller in the TC. However, as detailed in Table 2, the Acquirer(s) has acquired equity shares of GFL Limited, which holds stake in the TC.

TABLE 2

Indirect transfer of equity shares in INOX Leisure Limited amongst a company and persons holding not less than fifty per cent of the equity shares of such company (qualifying persons)

Name of the Company whose equity shares are transferred	No. of equity shares held in Target Company	% equity holding in the Target Company
GFL Limited (Details given in Note 1)	5,27,86,467	43.15%
Total	5,27,86,467	43.15%

Note 1

Transfer of equity shares of GFL Limited

Particulars	No. of equity shares transferred	% equity holding
Transferor's Name		
INOX Leasing and Finance Limited	5,81,49,021	52.93%
Total	5,81,49,021	52.93%
Transferee's Name		
Mr. Pavan Kumar Jain	71,47,316	6.51%
Mr. Siddharth Jain	1,47,87,953	13.46%
Mr. Vivek Kumar Jain	83,44,019	7.60%
Mr. Devansh Jain	1,45,39,436	13.24%
Mrs. Nayantara Jain	68,17,877	6.21%
Mrs. Nandita Jain	65,12,420	5.93%
Total	5,81,49,021	52.93%